

# NATIONAL RAILWAY EQUIPMENT CO.



HOME OFFICE 14400 S. ROBEY STREET · P O BOX 2270 DIXMOOR, ILLINOIS 60426  
TELEPHONE (708) 388-6002 FAX (708) 388-2487

July 18, 2007

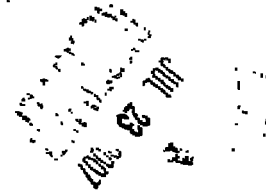
RECORDATION NO. 24902-A FILED

Hon. Vernon A. Williams  
Secretary  
Surface Transportation Board  
395 E Street, SW  
Washington, DC 20423-0001

JUL 25 '07

11-15 AM

SURFACE TRANSPORTATION BOARD



Attn: Equipment Recordation

To Whom It May Concern:

I have enclosed for recordation, pursuant to the provisions of 49 U.S.C. 11301, an original of the memorandum of lease agreement and the schedule of equipment for a locomotive lease agreement dated March 10, 2004, a secondary document under the Board's recordation regulations.

The names and addresses of the parties to the enclosed document are as follows:

Lessor: National Railway Equipment Co.  
14400 S. Robey St.  
Dixmoor, IL 60426

Lessee: Railway Services  
One Railway Lane  
Burlington, VT 05401

A description of the equipment covered by the Lease Agreement is as follows:

One GP40-2 General Purpose Locomotive, bearing road # NREX 7255

A short summary of the document to appear in the index is as follows:

"Locomotive Lease Agreement"

Also enclosed is a check in the amount of \$35 payable to the Surface Transportation Board to cover the required recordation fee for the attached agreement.

Sincerely Yours,

NATIONAL RAILWAY EQUIPMENT CO.

By:  \_\_\_\_\_  
Kristina Buchthal

JUL 25 '07

11-15 AM

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF LEASE AGREEMENT**

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of March 10, 2004, by and between NATIONAL RAILWAY EQUIPMENT CO. ("Lessor"), and RAILWAY SERVICES ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, Locomotive model(s) described herein.

Each locomotive is fully-described in a certain Lease Agreement dated as of March 10, 2004 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee. A Schedule of the equipment is attached hereto.

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

The Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

**LESSEE:****RAILWAY SERVICES**By: 

Name: David Wulfson

Title: President

**LESSOR:****NATIONAL RAILWAY EQUIPMENT CO.**By: 

Name: James M. Wurtz, Jr.

Title: Vice President

## **SCHEDULE "A"**

Attached to and incorporated into the Lease dated the 10th day of March 2004 by and between the National Railway Equipment Co. (LESSOR) and Vermont Railway (LESSEE).

Type and General Description of Locomotive Unit, Marks and Numbers:

<b>UNIT NO.</b>	<b>TYPE</b>	<b>GENERAL DESCRIPTION</b>
NREX 7255	EMD	GP40-2 General Purpose Locomotive

### **LEASE TERM**

5 Years

WITNESS WHEREOF, the parties have executed this Lease the day and year first mentioned above.

LESSOR:

NATIONAL RAILWAY EQUIPMENT CO.

BY:

NAME: James M. Wurtz, Jr.

TITLE: Vice President

ATTEST: Robert E. Loewer, Jr.

BY:

TITLE: Director of Finance

(Corporate Seal)

LESSEE:

RAILWAY SERVICES

BY:

NAME: David Wulfson

TITLE: President

ATTEST:

BY:

TITLE: Controller

(Corporate Seal)

STATE OF Vermont )  
 ) SS.  
COUNTY OF C. Henderson )

On this 24<sup>th</sup> day of MARCH, 2004, before me appeared DAVID WILFISM, the person who signed this instrument who acknowledged that (s) he is the President of RAILWAY SERVICES and that, being duly authorized, (s) he signed such instrument as a free act on behalf of said corporation.

[Signature]

Notary Public

[Seal]

My Commission Expires:

2/07

STATE OF ILLINOIS )  
 ) SS.  
COUNTY OF WILL )  
Cook

On this 30<sup>th</sup> day of March, 2004, before me appeared James G. [Signature], the person who signed this instrument who acknowledged that (s) he is an officer of **NATIONAL RAILWAY EQUIPMENT CO.** and that, being duly authorized, (s) he signed such instrument as a free act on behalf of said corporation.

[Signature]

Notary Public

[Seal]

My Commission Expires:

\_\_\_\_\_

